

# **Exhibit A**

## **[PROPOSED] ORDER**

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## *Proposed Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re

## PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC  
COMPANY,  
Debtors.

## Debtors.

- Affects PG&E Corporation
  - Affects Pacific Gas and Electric Company
  - Affects both Debtors

**Bankruptcy Case  
No. 19-30088 (DM)**

Chapter 11

(Lead Case)

**(Jointly Administered)**

**[PROPOSED] ORDER PURSUANT TO 11  
U.S.C. § 327(e) AND FED. R. BANKR. P.  
2014(a) AND 2016 FOR AUTHORITY TO  
RETAIN AND EMPLOY MUNGER,  
TOLLES & OLSON LLP AS COUNSEL  
FOR CERTAIN MATTERS THE  
DEBTORS EFFECTIVE AS OF THE  
PETITION DATE**

[No hearing requested]

Upon the Application, dated February 13, 2019 (the “**Application**”), of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure

1 (the “**Bankruptcy Rules**”), for authority to retain and employ Munger, Tolles & Olson LLP  
2 (“**MTO**” or “**Firm**”) as counsel for certain matters for the Debtors effective as of the Petition  
3 Date, under a general retainer, all as more fully set forth in the Application; and this Court having  
4 jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§  
5 157 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*,  
6 General Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District  
7 Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration  
8 of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b);  
9 and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and  
10 proper notice of the Application having been provided to the parties listed therein, and it appearing  
11 that no other or further notice need be provided; and this Court having reviewed the Application,  
12 the Weissmann Declaration, the Loduca Declaration, and the Wells Declaration; and upon the  
13 record of the Hearing (if any was held) and all of the proceedings had before the Court; and this  
14 Court having found and determined that the relief sought in the Application is in the best interests  
15 of the Debtors, their estates, creditors, shareholders, and all parties in interest; and that the legal  
16 and factual bases set forth in the Application establish just cause for the relief granted herein; and  
17 after due deliberation and sufficient cause appearing therefor,

18           **IT IS HEREBY ORDERED THAT:**

- 19           1. This Application is granted as provided herein.
- 20           2. The Debtors are authorized, pursuant to section 327(e) of the Bankruptcy Code and  
21           Bankruptcy Rules 2014(a) and 2016, to retain and employ MTO as counsel under the  
22           terms and conditions set forth in the Application and the Weissmann Declaration  
23           effective *nunc pro tunc* to the Petition Date.
- 24           3. The Weissmann Declaration sets forth the services being provided by, and to be provided  
25           by, MTO to the Debtors with respect to the following matters (the “**Specific**  
26           **Matters**”):
  - 27           a. Advising and representing the Debtors with respect to federal, state, and local  
28           laws and regulations as they relate to (1) wildfires and the effects of wildfire

liabilities on the Debtors' businesses; (2) the relative jurisdiction of the California Public Utilities Commission ("CPUC"), the Federal Energy Regulatory Commission ("FERC"), and federal courts, including the Bankruptcy Court; and (3) motions and other negotiations and proceedings in the Chapter 11 Cases, and other legal proceedings, that may affect the interests of the CPUC and/or parties in CPUC proceedings involving the Debtors, including matters that may affect or relate to the Debtors' management, governance, structure, and rates;

- b. Advising and representing the Debtors in CPUC Proceedings, including but not limited to: (a) R.19-01-006, Order Instituting Rulemaking to Implement Public Utilities Code Section 451.2 Regarding Criteria and Methodology for Wildfire Cost Recovery Pursuant to Senate Bill 901 (“**CPUC Proceeding R.19-01-006**”); (b) I.15-08-019, Order Instituting Investigation on the Commission’s Own Motion to Determine Whether Pacific Gas and Electric Company and PG&E Corporation’s Organizational Culture and Governance Prioritize Safety (“**CPUC Proceeding I.15-08-019**”); (c) A.19-02-016, Application of Pacific Gas and Electric Company for a Waiver of the Capital Structure Condition (“**CPUC Proceeding A.19-02-016**”); (d) A.18-11-001, Application of Pacific Gas and Electric Company to issue, sell, and deliver one or more series of Debt Securities and to guarantee the obligations of others in respect of the issuance of Debt Securities; to execute and deliver one or more indentures; to sell, lease, assign, mortgage, or otherwise dispose of or encumber utility property; to issue, sell and deliver in one or more series, cumulative Preferred Stock -- \$25 Par Value, Preferred Stock -- \$100 Par Value, Preference Stock or any combination thereof; to utilize various debt enhancement features; and enter into interest rate hedges (“**CPUC Proceeding A.18-11-001**”); (e) A.18-10-003, Application of Pacific Gas and Electric Company to increase its authority to finance short-term borrowing needs and procurement-related collateral costs by \$2.0 billion to an

1 aggregate amount not to exceed \$6.0 billion (“**CPUC Proceeding A.18-10-003**”); and (f) any other related or similar CPUC proceeding or other CPUC proceeding arising from the matters for which MTO is representing the  
2 Debtors;

- 3
- 4 c. Advising and representing the Utility regarding its rights and obligations under  
5 various power purchase agreements, including in connection with *NextEra*  
6 *Energy, Inc., et al. v. Pacific Gas and Electric Company*, FERC Docket No. 19-  
7 35-000, and *PG&E Corp. et al. v. Federal Energy Regulatory Commission*,  
8 Adv. Proc. No. 19-03003 (N.D. Cal.); advising and representing the Utility on  
9 any appeal from these matters and, potentially, as an amicus curiae in other  
10 proceedings involving similar legal issues;
- 11
- 12 d. Advising the Debtors regarding compliance with laws and regulations  
13 governing public utilities, including Division 1, Part 1 of the California Public  
14 Utilities Code and the CPUC’s affiliate transaction rules (including Decision  
15 06-12-029 and related decisions);
- 16 e. Advising and representing the Debtors as necessary and appropriate with  
17 respect to potential actions by state government actors, including the legislature  
18 and the CPUC, that may affect or relate to the Debtors’ reorganization, plan,  
19 and operations, including with respect to liability standards, insurance and  
20 related cost-spreading regimes, recovery of costs in rates and the Debtors’  
21 management, governance and structure;
- 22 f. Advising and representing the Debtors with respect to issues arising under  
23 California law that may affect or relate to the Debtors’ reorganization, plan and  
24 operations; California corporate law including but limited to fiduciary duties  
25 and opinions regarding due authority; California law governing corporate  
26 forms; the California Public Records Act;
- 27
- 28

- 1                   g. Advising and representing the Debtors with regard to potential criminal, civil,  
2                   and administrative liability in connection with the 2017 and 2018 Northern  
3                   California wildfires, including:  
4                   i. Advising and representing the Debtors in civil or administrative  
5                   proceedings relating to the 2017 and 2018 Northern California wildfires;  
6                   ii. Advising and representing the Debtors concerning the Butte County  
7                   Settlement;  
8                   iii. Coordinating with Debtors' counsel in civil actions and administrative  
9                   proceedings arising from wildfires to provide advice regarding potential  
10                  impact on and coordination with the Debtors' response to and positions  
11                  in the criminal investigations and any resulting prosecutions;  
12                  iv. Advising and representing the Debtors and coordinating with other  
13                  counsel in connection with any possible or proposed resolutions or  
14                  settlements of criminal, civil, or administrative liability arising from  
15                  California wildfires; and
- 16                  h. Providing all other necessary legal services for the Debtors, as related to the  
17                  above matters, in connection with the above captioned Chapter 11 Cases,  
18                  including fact investigation, legal researching, briefing, argument, discovery,  
19                  reorganization, plan and disclosure statement matters, appearance and  
20                  participation in hearings, and communications and meetings with parties in  
21                  interest.
- 22                  4. MTO shall be compensated in accordance with, and will file, interim and final fee  
23                  applications for allowance of its compensation and expenses and shall be subject to  
24                  sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy  
25                  Local Rules, the Fee Guidelines, and any further order of the Court;
- 26                  5. MTO shall be reimbursed for reasonable and necessary expenses as provided by the  
27                  Fee Guidelines;
- 28

6. MTO is authorized without further order of the Court to apply amounts from the Retainer to compensate and reimburse MTO and the Economic Consultants for fees or expenses incurred prior to the Petition Date consistent with their ordinary course billing practices. Notwithstanding anything to the contrary in the Engagement Letter, the Debtors are not obligated to replenish the Retainer. MTO shall hold the balance of the Retainer until the conclusion of the MTO engagement and the payment of the fees, costs, and expenses of MTO as approved in the MTO final fee application, after which MTO shall return any remaining balance of the Retainer to the Debtors.
  7. MTO shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases;
  8. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application;
  9. MTO shall provide reasonable notice to the Debtors and the U.S. Trustee of any increase of MTO's hourly rates as set forth in the Weissmann Declaration;
  10. To the extent the Application is inconsistent with this Order, the terms of the Order shall govern;
  11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

\*\*END OF ORDER\*\*